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20 HEWLETT-PACKARD COMPANY

21 UNITED STATES DISTRICT COURT
22 NORTHERN DISTRICT OF CALIFORNIA

23 ALLAN J. NICOLOW, Individually and on
24 Behalf of All Others Similarly Situated,

25 Plaintiff,

26 vs.

27 HEWLETT-PACKARD COMPANY, LEO
28 APOTHEKER, MARGARET C. WHITMAN,
CATHERINE A. LESJAK, and JAMES T.
MURRIN,

Defendants.

Case No. CV-12-05980 CRB

**STIPULATION AND [PROPOSED]
ORDER RE: AMENDMENT OF
COMPLAINT AND TIME FOR
DEFENDANTS' RESPONSE
THERE TO**

Hon. Charles R. Breyer

TO THE HONORABLE COURT:

Plaintiff and all Defendants who have appeared in this action hereby stipulate and agree, by and through their undersigned counsel of record, as follows:

WHEREAS, the Complaint herein was filed by Plaintiff on November 26, 2012 as a putative class action asserting claims for alleged violations of the federal securities laws on behalf of purchasers of common stock of Defendant Hewlett-Packard Company (“HP”) between August 19, 2011 and November 20, 2012, inclusive;

WHEREAS, this action is subject to the Private Securities Litigation Reform Act of 1995 (the “PSLRA”), 15 U.S.C. § 78u-4, which establishes the procedure by which members of the purported class may seek appointment as lead plaintiff according to the following schedule: first, not later than 20 days after the date on which the first complaint is filed, the plaintiff must publish a notice advising putative class members of the filing of the action, claims asserted, and purported class period (“Notice”), 15 U.S.C. § 78u-4(a)(3)(A)(i); second, not later than 60 days after the date on which the Notice is published, any member of the purported class may file a motion to serve as lead plaintiff, 15 U.S.C. § 78u-4(a)(3)(A)(i)(II); and third, not later than 90 days after the date on which the Notice is published (or such later date as consolidation of multiple separate actions asserting substantially the same claims has been completed), the Court is to consider all such motions and appoint as lead plaintiff the member or members of the purported class determined to be the “most adequate plaintiff,” who shall, subject to the Court’s approval, select and retain lead counsel to represent the purported class, 15 U.S.C. § 78u-4(a)(3)(B)(i)-(ii), (v).

WHEREAS, Plaintiff represents that the Notice was published on November 26, 2012, and that a copy thereof was filed with the Court on December 12, 2012 (Docket No. 7).

WHEREAS, in the interests of judicial economy and conserving the resources of the parties and Court, all parties agree that no answer, motion, or other response to the Complaint currently on file should be due until after the Court has appointed one or more lead plaintiffs (“Lead Plaintiff”) and approved selection of lead counsel to represent the purported class (“Lead Counsel”) and Lead Plaintiff and Lead Counsel have had the opportunity to prepare an amended

1 and/or consolidated complaint, or to consider whether to proceed on a complaint currently on file;
2 and

3 WHEREAS, the parties believe it is appropriate to establish a briefing schedule now for
4 anticipated motions in response to the complaint that becomes the operative complaint in this
5 action ("Motions") following completion of the lead plaintiff appointment process described
6 above,

7 NOW, THEREFORE, it is hereby stipulated as follows:

8 1. Within sixty (60) days after the Court's order appointing Lead Plaintiff and
9 approving the selection of Lead Counsel, Lead Plaintiff shall file and serve an amended and/or
10 consolidated complaint or a notice stating that Lead Plaintiff elects to proceed on a complaint
11 already on file.

12 2. Within sixty (60) days after the filing and service of Lead Plaintiff's amended
13 and/or consolidated complaint or notice of intention to proceed on an already pending complaint,
14 all Defendants shall file and serve their answers, Motions, or other responses to the complaint.

15 3. Lead Plaintiff shall file and serve its papers in opposition to Defendants' Motions
16 within sixty (60) days after the filing of Defendants' Motions.

17 4. Defendants shall file and serve their reply briefs in connection with their Motions
18 within thirty (30) days after the filing of Lead Plaintiff's opposition briefs.

19 5. Defendants need not file any response to the Complaint on file herein until the
20 time provided in Paragraph 2 above. Pursuant to Local Rule 6-1(a), Paragraph 2 of this
21 Stipulation shall be effective upon the filing of this Stipulation with the Court. In the event any
22 Defendant has not been served and has not appeared in the action as of twenty-one (21) days prior
23 to the time provided in Paragraph 2 above, then such Defendant's time to file and serve an
24 answer, motion or other response to the operative complaint shall be determined according to the
25 Federal Rules of Civil Procedure. No party is waiving any rights, claims, or defenses of any kind
26 except as expressly stated herein, and the parties reserve the right to seek further extensions of
27 time as circumstances may warrant.

28 //

IT IS SO STIPULATED.

Dated: December 20, 2012

MORGAN, LEWIS & BOCKIUS LLP

By /s/ Joseph E. Floren

Joseph E. Floren
Attorneys for Defendant
HEWLETT-PACKARD COMPANY

I, Joseph E. Floren, am the ECF User whose ID and password are being used to file this Stipulation And [Proposed] Order. In compliance with Local Rule 5-1(i)(3), I hereby attest that each of the three signatories identified below has concurred in this filing.

Dated: December 20, 2012

ROBBINS GELLER RUDMAN & DOWD LLP

By /s/ Shawn A. Williams

Shawn A. Williams
Attorneys for Plaintiff
ALLAN J. NICOLOW

Dated: December 20, 2012

WILSON SONSINI GOODRICH & ROSATI
P.C.

By /s/ Steven M. Schatz

Steven M. Schatz
Attorneys for Defendant
CATHERINE A. LESJAK

Dated: December 20, 2012

FENWICK & WEST LLP

By /s/ Kevin Muck

Kevin Muck
Attorneys for Defendant
JAMES T. MURRIN

IT IS SO ORDERED.

DATED: _____, 2012

Hon. Charles R. Breyer
United States District Judge